

AMENDMENT II TO PROFESSIONAL SERVICES CONTRACT

THIS AMENDMENT to Professional Services Contract (hereinafter "Amendment") made this 31st day of August 2016, in the Territory of the Virgin Islands, by and between the **GOVERNMENT OF THE VIRGIN ISLANDS, DEPARTMENT OF PROPERTY AND PROCUREMENT**, on behalf of the **DEPARTMENT OF EDUCATION**, 1834 Kongens Gade, St. Thomas, Virgin Islands 00802-6746 (hereinafter referred to as "Government") and **Generation Ready Inc.**, 352 Seventh Avenue, Floor 12A, New York, NY 10001 (hereinafter referred to as "Contractor"). The Government and the Contractor are collectively referred to as the "Parties."

WITNESSETH:

WHEREAS, on September 30, 2013 the Government and the Contractor entered into Contract for Professional Services No. PC170DOE13 ("Contract") as subsequently amended by Amendment to Professional Service PC052DOE15 by and between the parties on March 30, 2015; and

WHEREAS the Contractor provides researched-based practices and job embedded site based professional development in reading and writing to enable specified teachers of the five (5) secondary schools in restructuring to align the rigor of the Common Core State Standards ("CCSS") into curriculum and daily instruction; and

WHEREAS, the expiration date of the Contract is September 30, 2017; and

WHEREAS, the Parties wish to amend the Contract to provide "Stage 2" professional development services to the Head Start Programs in the St. Thomas/St. John and St. Croix District; and

WHEREAS, the subject Amendment II to Professional Services Contract shall result in a change to Addendum I (Scope of Services) and Addendum II (Compensation) of the Contract; and

WHEREAS, the additional services shall require an increase in compensation of **Eleven Thousand, Two Hundred Fifty Dollars and Zero Cents (\$11,250.00)** increasing the total contract in an amount not to exceed **Nine Hundred Eighty Six Thousand, Seven Hundred Fifty Dollars And Zero Cents (\$986,750.00)**; and

NOW, THEREFORE, the Parties agree that the Contract is amended as follows:

1. Paragraph 3, (**COMPENSATION**) of the Contract is amended to state the following:

"The Government, in consideration of the satisfactory performance by the Contractor of the services described in **AMENDMENT II TO ADDENDUM**

I (Scope of Services), agrees to pay Contractor in an amount not to exceed, **Nine Hundred Eighty Six Thousand, Seven Hundred Fifty Dollars And Zero Cents (\$986,750.00)** in accordance with the provisions set forth in **AMENDMENT II TO ADDENDUM II** (Compensation) attached hereto, incorporated herein and made a part of this contract by reference.”

2. Paragraph 22, (NOTICE) is amended to state the following;

“Any notice required to be given, by the terms of this Contract shall be deemed to have been given when the same is sent by certified mail, postage prepaid or personally delivered, addressed to the parties as follows:

GOVERNMENT: Randolph N. Bennett, Commissioner
Department of Property & Procurement
Building # 1 Sub Base, 3rd Floor
St. Thomas, Virgin Islands 00802

Sharon A. McCollum, PhD., Commissioner
Department of Education
No. 1834 Kongens Gade
St. Thomas, Virgin Islands 00802-6746

CONTRACTOR: William McConnell
Senior Vice President
Generation Ready Inc.
325 Seventh Avenue, Floor 12A
New York, NY 10001”

3. Paragraph 31, (**OTHER PROVISIONS**) is amended to state the following:


“Amendment II to Addendum I, Amendment II to Addendum II and the Contractor’s eligibility documents are attached hereto, made a part of this Contract and are incorporated herein by reference.”

4. **AMENDMENT TO ADDENDUM I** (Scope of Services) is deleted in its entirety and replaced by the attached **AMENDMENT II TO ADDENDUM I** (Scope of Services), attached hereto, incorporated herein and made a part of this Contract by reference.
5. **AMENDMENT TO ADDENDUM II** (Compensation) of the Contract is deleted in its entirety and replaced by the attached **AMENDMENT II TO ADDENDUM II** (Compensation) outlining the compensation to be paid to Contractor for the services described in **AMENDMENT II TO ADDENDUM I** (Scope of Work), in the amount not to exceed **Nine Hundred Eighty Six Thousand, Seven Hundred Fifty Dollars And Zero Cents (\$986,750.00)**.

6. This Amendment of the Professional Services Contract is subject to the approval of the Governor of the Virgin Islands and the appropriation and availability of funds.
7. Except as expressly amended herein, all other terms and conditions of the Contract remain in full force and effect.

IN WITNESS WHEREOF, the parties intending to be legally bound have hereunto set their hands on the day and year first above written.

WITNESSES:

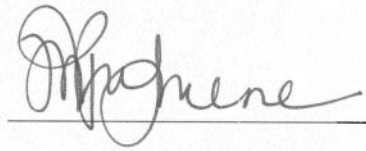


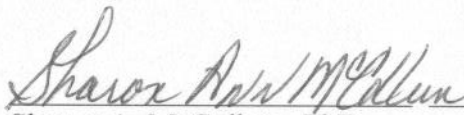
GOVERNMENT OF THE VIRGIN ISLANDS
DEPARTMENT OF PROPERTY AND PROCUREMENT


Randolph N. Bennett
Commissioner

28-Jul-16
Date

DEPARTMENT OF EDUCATION






Sharon A. McCollum, PhD
Commissioner

7/22/16
Date

CONTRACTOR


Generation Ready, Inc.


SHEILA PAGAN
Notary Public, State of New York
No. 01PAS050189
Qualified in Bronx County
Commission Expires 2/15/18


William McConnell
Senior Vice President

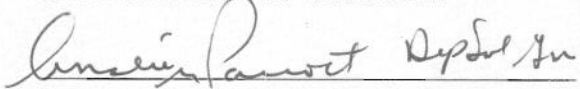
07/07/16.
Date

APPROVED:


KENNETH E. MAPP
GOVERNOR OF THE VIRGIN ISLANDS

08-31-16
Date

APPROVED FOR LEGAL SUFFICIENCY
DEPARTMENT OF JUSTICE:


Anselm Panoff
Date 8/23/2016

Date

Account Code No. _____

Purchase Order No.: _____